

## NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **Forty Second Annual General Meeting** of the Members of **J.J. EXPORTERS LIMITED** will be held at Management Development Centre, Tata Hall, Indian Institute of Management Calcutta, Diamond Harbour Road, Joka, Kolkata – 700104 on Tuesday, the 29<sup>th</sup> day of September, 2015 at 2.30 p.m. to transact the following business :

### ***As Ordinary Business***

1. To receive and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015, the Profit & Loss Account for the year ended as on that date and the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. S. N. Jhunjunwala, Executive Chairman (DIN : 00063450) who retires by rotation and being eligible, seeks reappointment.

### ***As Special Business***

3. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION**

RESOLVED that pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory amendment(s) or re-enactment thereof for the time being in force) and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Ms. Puja Jhunjunwala holding, (DIN : 07141478), who was appointed as an Additional Director of the Company under Section 161(1) of the Act and Article 84 of the Articles of Association of the Company and whose term of office expires at the conclusion of the ensuing Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years with effect from 27<sup>th</sup> March, 2015

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION**

RESOLVED that pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory amendment(s) or re-enactment thereof for the time being in force) and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Ms. Dipali Sharma holding, (DIN : 07143455), who was appointed as an Additional Director of the Company under Section 161(1) of the Act and Article 84 of the Articles of Association of the Company and whose term of office expires at the conclusion of the ensuing Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years with effect from 27<sup>th</sup> March, 2015

**Registered Office :**  
"Mukhtar Tower", 59 Elliot Road,  
Kolkata - 700 016.  
CIN : L17112WB1972PLC028631  
Email: jjemail@vsnl.com  
Date : 31.07.2015

By Order of the Board

**S. L Agrawal**  
Company Secretary  
(Membership No.ACS7650)  
59, Elliot Road,  
"Mukhtar Tower",  
Kolkata – 700 016.

**Notes :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive).
3. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
4. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy to the meeting.
5. Members desirous of having any information on the business to be transacted at the Annual General Meeting are requested to address their queries to the Executive Chairman at the Registered Office of the Company at least seven days before the date of the meeting, so that requisite information is made available at the meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participants in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/its Registrar.
7. Pursuant to 'Green Initiative' Circular No. 17/2011 issued by the Ministry of Corporate Affairs, Govt. of India, the Company would effect electronic delivery of notice of Forty Second Annual General Meeting and Annual Report for the year ended 31<sup>st</sup> March, 2015 to those shareholders, whose email-ids were registered with the respective Depository Participants and down-loadable from the Depositories viz., NSDL/CDSL. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No.3 and 4, which sets out details relating to Special Business at the meeting, is annexed hereto.
9. Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their

registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.

10. As per the provisions of the Companies Act, 2013 the facility for making/varying/cancelling nominations is available to individuals, holding shares in the Company. Nominations can be made in Form SH.13 and any variation/cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agents/Company.
11. In compliance with the provisions of Section 108 of the Act and Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
12. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
13. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - i) Open the e-mail and also open PDF file namely "JJE e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - iii) Click on Shareholder - Login.
  - iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached.
  - vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - viii) Select "EVEN" (E-Voting Event Number) of J. J. Exporters Limited. Now you are ready for e-voting as Cast Vote page opens.
  - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mahabir\\_20072007@rediffmail.com](mailto:mahabir_20072007@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i) Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user ID and password.
- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i) The e-voting period commences on Saturday, the 26<sup>th</sup> September, 2015 (10.00 a.m. IST) and ends on Monday, the 28<sup>th</sup> September, 2015 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 22<sup>nd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.
- ii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 22<sup>nd</sup> September, 2015.
- iii) Mr. Mahabir Prasad Kabra, Practicing Company Secretary (Membership No. F3791), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
- v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jjexporters.com](http://www.jjexporters.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 2 (two) days of the passing of the resolutions at the Forty Second Annual General Meeting of the Company on 29<sup>th</sup> September, 2015 and communicated to the Bombay Stock Exchange Limited (BSE) and The Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed.
- vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22<sup>nd</sup> September, 2015 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www. Evoting.nsdl.com](http://www.Evoting.nsdl.com) or contact NSDL at the following toll free no.:1800-222-990.

- vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.

14. Mr. S. N. Jhunjunwala, Executive Chairman retires by rotation and being eligible seeks reappointment. Ms. Puja Jhunjunwala was appointed as an Additional Director during the year. She is proposed to be appointed as an Independent Director at the ensuing Annual General Meeting. Ms. Dipali Sharma was also appointed as an Additional Director during the year. She is also proposed to be appointed as an Independent Director at the ensuing Annual General Meeting. The information pertaining to these Directors to be provided in terms of Clause 49 of the Listing Agreement is as follows:

<b>Name of Director</b>	<b>Mr. S. N. Jhunjunwala</b>	<b>Ms. Puja Jhunjunwala</b>	<b>Ms. Dipali Sharmai</b>
Date of Birth	07.01.1936	01.09.1986	06.10.1975
Date of Appointment	29.12.1972	27.03.2015(*)	27.03.2015(*)
Experience in specific functional area	He has been associated with export of silk fabrics since `1966	She is a Chartered Accountant and has rich experience in Finance & Accounting	She is a Practicing Chartered Accountant and has rich experience in Finance & Auditing
Qualification	B.A.(Hons.) in Economics	Chartered Accountant	Chartered Accountant
Shareholding in the Company	731,240	Nil	Nil
List of other Companies in which directorship held	1. Rajanigandha Apartments Ltd. 2. Nupur Carpets Pvt. Ltd. 3. Cedarwoods Infrastructures Pvt. Ltd.	Nil	Nil
Chairman/Member of the Committees of the Board across all other public companies in which she is a Director	Nil	Nil	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	1. Stakeholders' Relationship Committee 2. Share Transfer Committee 3. Risk Management Committee	Audit Committee	Audit Committee
Disclosure of relationships between Directors inter-se	He is father of Mr. Rajiv Jhunjunwala, Vice Chairman	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se

(\*) Was appointed as an Additional Director on above date and is proposed to be appointed as an Independent Director in the forthcoming Annual General Meeting.

## **ANNEXURE TO NOTICE**

### **Explanatory statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 3**

The Board of Directors ("the Board") at its meeting held on 27<sup>th</sup> March, 2015 appointed Ms. Puja Jhunjunwala as an Additional Director. Ms. Puja Jhunjunwala will hold the office of Director till the conclusion of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member of the Company under Section 160 of the Companies Act, 2013, alongwith requisite deposit amount, notifying his intention to propose Ms. Puja Jhunjunwala as candidate for the office of Director of the Company. Ms. Jhunjunwala has given a declaration that she meets the criteria of Independence as provided under sec.149(6) of the Act. Ms. Jhunjunwala is, as such, proposed to be appointed as an Independent Director.

Ms. Jhunjhunwala is a Chartered Accountant and has rich experience in Finance and accounting. The Board feels that the appointment of Ms. Jhunjhunwala as an Independent Director will benefit the Company.

The Board of the Company recommends her appointment as an Independent Director and confirms that Ms. Puja Jhunjhunwala fulfils the conditions specified in the Act and Rules made thereunder for appointment as an `Independent Director' and she is independent of the management of the Company.

The draft terms and conditions of appointment of Ms. Puja Jhunjhunwala, shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days upto the date of the Annual General Meeting.

None of the Director including persons specified under Section 102(1)(a) of the Act except the appointee herself is concerned or interested in the resolution.

#### **Item No. 4**

The Board of Directors ("the Board") at its meeting held on 27<sup>th</sup> March, 2015 appointed Ms. Dipali Sharma as an Additional Director. Ms. Dipali Sharma will hold the office of Director till the conclusion of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member of the Company under Section 160 of the Companies Act, 2013, alongwith requisite deposit amount, notifying his intention to propose Ms. Dipali Sharma as candidate for the office of Director of the Company. Ms. Sharma has given a declaration that she meets the criteria of Independence as provided under sec.149(6) of the Act. Ms. Sharma is, as such, proposed to be appointed as an Independent Director.

Ms. Sharma is a Practicing Chartered Accountant and has rich experience in Finance and Auditing. The Board feels that the appointment of Ms. Sharma as an Independent Director will benefit the Company.

The Board of the Company recommends her appointment as an Independent Director and confirms that Ms. Dipali Sharma fulfils the conditions specified in the Act and Rules made thereunder for appointment as an `Independent Director' and she is independent of the management of the Company.

The draft terms and conditions of appointment of Ms. Dipali Sharma, shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days upto the date of the Annual General Meeting.

None of the Director including persons specified under Section 102(1)(a) of the Act except the appointee herself is concerned or interested in the resolution.

**Registered Office :**

"Mukhtar Tower", 59 Elliot Road,  
Kolkata - 700 016.  
CIN : L17112WB1972PLC028631  
Email: jjemail@vsnl.com  
Date : 31.07.2015

By Order of the Board

**S. L Agrawal**  
Company Secretary  
(Membership No.ACS7650)  
59, Elliot Road,  
"Mukhtar Tower",  
Kolkata – 700 016.